

Marshal Martz Memorial Astronomical Association, Inc.

Bylaws

Article 1 – General

- A. Name:** The name of this corporation shall be **Marshal Martz Memorial Astronomical Association, Incorporated** hereinafter called the Association.
- B. Purpose:** The mission of the association is to inform, educate, and inspire the general public and support teaching in the sciences of astronomy, and physics. The emphasis of the Association is observed astronomy, well-rooted in public education and enjoyment of the starry skies.
- C. Fiscal Year:** The fiscal year of the Association shall be from October 1st to September 30th.

Article II – Membership and Dues

- A. Membership:** Anyone expressing an interest in the purpose and work of the Association may become a member upon submission of a membership application and approval by a majority of the Board of Directors. While prior Life Memberships shall be honored, no new Life Memberships will be granted.
- B. Categories of Membership:** Student Membership, Individual Membership, Family Membership, and Honorary Membership.
 - 1. Student Membership shall consist of full or part-time students at an accredited institution. Student memberships have regular membership privileges except voting and holding office.
 - 2. Individual Membership shall have full privileges including one vote and the ability to hold office.
 - 3. Family Membership shall have full privileges for all family members with two votes maximum and the ability to hold office.
 - 4. Supporting (Individual or Family): A portion of your dues are a tax-deductible donation that helps support our mission.
 - 5. Honorary Membership: The Board of Directors may extend a non-voting Honorary Membership with the approval of the Board of Directors. No dues are required.
- C. Dues:** All members shall be admitted upon payment of membership dues as established by the Board of Directors. Membership dues shall be deemed payable at the beginning of the fiscal year, October 1st. Should renewal of membership dues not be paid within three months after this date, the member shall be considered in default and shall forthwith be terminated as a member of the Association.
- D. Voting Eligibility:** Individual Membership and Life Membership shall have one vote. Family Membership shall have one vote per member with a maximum of two votes per family. Student Membership and Honorary Membership shall not have voting privileges.
- E. Removal of a Member:** Any member shall be removed, with or without cause, by a 2/3 vote of the Board of Directors.

- F. Annual Meeting:** The Annual Meeting of the Association shall be held in September at a time and place approved by the Board of Directors. At the annual meeting, voting members shall vote on the nominated candidates for the Board of Directors and the proposed budget for the upcoming year.
- G. Special Meetings:** Special meetings of the membership of the Association may be called by the President or a majority of the Executive Committee, or by a majority of the Board of Directors or upon written application of ten (10) or more of the Association members who are eligible to vote.
- H. Notice:** The Secretary shall send notice (written, telephone and/or email) of all meetings of the members of the Association, annual or special, at least two weeks prior to the scheduled meeting. Such notice shall state the time and place of the meeting, and the purpose of the meeting.
- I. Quorum:** At any meeting (referring to annual and special meetings) of the membership of the Association fifteen (15) members shall constitute a quorum for the transaction of business. Less than a quorum may adjourn the meeting to a later date or hour.
- J. Invitations:** The President may invite interested persons or organizations to annual, board, or special meetings.

Article III - Board of Directors

- A.** The affairs of the Association shall be managed by a Board of Directors consisting of not less than seven (7) nor more than thirteen (13) persons. All directors must be in good standing in the Association.
- B. Election and Term of Board Members:** Board members shall be elected at the annual meeting of the Association for the following terms:
 - 1. Board members shall be elected for a three-year term.
 - 2. Board members may serve two terms, after which they shall not be re-elected for a period of one (1) year, but during this year may serve on a committee or as a volunteer.
- C. Vacancies:** The Board of Directors may fill any vacancy (existing or occurring) by electing a new member to fill each vacancy for its unexpired term. All vacancies in any elected office shall be filled by the Board of Directors without undue delay.
- D. Election of Officers:** The Officers of the Association shall be a President, Vice-President, Secretary, Treasurer, and Assistant Treasurer. The Officers will be elected at the first meeting of the Board of Directors after the Annual Meeting.
- E. Removal:** A Director may be removed with or without cause, by a 2/3 vote of the Directors. "Cause" shall mean any act or omission of action by the Director which is contrary to any provision of the Bylaws or any misappropriation of Association assets.

- F. Resignation:** A Director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall become effective at the time specified therein, and it shall be deemed to include the resignation of such Director as an officer of the Association.
- G. Quorum:** A quorum at any Board of Directors' meeting shall consist of a majority of Directors.

Article IV – Powers and Responsibilities of Board Members

- A. Powers of the Board:** The government of the Association shall be vested in the board, elected as herein above provided which shall have charge of the affairs of the Association and of the administration of its funds and properties. The board may exercise any of its powers through such committees as it may deem necessary or convenient.
- B. Responsibilities of the Board of Directors:** The Board shall:
1. Ensure that the mission of the Association is fulfilled.
 2. Establish policy and review the Association policies as needed.
 3. Sponsor and interpret the Association policies.
 4. Secure adequate financial support and be responsible for expenditure of all Association funds.

Article V – Powers and Responsibilities of Officers

- A. President:** The President shall:
1. Preside at and conduct the business of the meetings of the Board, the Executive Committee and the Association.
 2. Appoint standing, special and/or ad hoc committees and their chairs with the approval of the board.
 3. Confer regularly with committee chairs.
 4. Serve ex officio on all committees except the Nominating Committee.
 5. Represent the Association in dealings with the public and submit a report of the activities of the Association at the annual meeting.
- B. Vice-President:** The Vice-President shall assume the duties of the President in the President's absence and any other duties assigned to him/her by the President.
- C. Secretary:** The Secretary shall:
1. Record the minutes of board, annual, membership, and Executive Committee meetings of the Association.
 2. Maintain a file of all non-financial records and correspondence of the Association.
- D. Treasurer:** The Treasurer shall:
1. Maintain accurate records of all monies received and/or paid out on behalf of the Association, as required by the Board of Directors and all other financial records of the Association.
 2. Monitor financial records and accounting procedures according to the methods approved by the Board of Directors.
- E. Assistant Treasurer:** The Assistant Treasurer shall in the absence or disability of the Treasurer, perform the duties and exercise the powers of Treasurer, and other duties assigned to him/her by the Treasurer.

- F. Removal of an Officer:** An officer may be removed, with or without cause, by a 2/3 vote of the Board of Directors. “Cause” shall be defined herein as that of Article III, Paragraph E.

Article VI – Committees

- A. Standing Committees:** The standing committees of the Association shall be the Executive Committee, Finance Committee, Facilities Committee, and Nominating Committee.

- 1. Selection of Membership of Standing Committees:** The President of the Association shall designate the membership of the standing committees of the Association subject to the approval of the Board of Directors. The designations and approval of said committees shall be made at the first meeting of each new year. The chairs of the standing committees must be members of the Board of Directors. A board member may chair only one committee. With the exception of the Executive Committee, all standing committees shall consist of no less than three (3) committee members.

- B. Special Committee:** The President, with the approval of the board, shall appoint such special or ad hoc committees as shall be deemed necessary from time to time. When establishing such temporary committees, the President shall define the objectives and probable duration of the project for which the committee is created, and the committee shall be discharged upon acceptance of its final report.

- C. Committee Records:** The chairperson shall designate a person of each committee to keep records of the proceedings of each meeting. A copy of these records shall be furnished to the Secretary of the Association for permanent retention and inspection by any members.

- D. Committee Actions:** The actions of the committees shall be subject to board approval.

E. Membership and Duties of the Committees:

- 1. Executive Committee:** The Executive Committee shall consist of the officers of the Association. The chair of the Executive Committee shall be the President.

- a. Responsibilities:** The Executive Committee shall have, and may exercise, the powers of the board in the interim between board meetings except that they shall not have the power to adopt the budget or take any action which is contrary to, or a substantial departure from, the direction established by the board or which represents a major change in the affairs, business, or policy of the Association. The Executive Committee shall submit reports on action taken to the board.
- b. Meetings:** Meetings of the Executive Committee may be called by the Board of Directors, the President or at the request of three (3) members of the Executive Committee. Notice of time, place, and purpose of the meeting shall be given to each member of the Executive Committee not less than five (5) days before the meeting. The President shall determine the need for Executive Committee meetings.
- c. Quorum:** A majority of the Executive Committee must be present to constitute a quorum for the transaction of business. Participation by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence in person at a meeting.

2. Finance Committee:

- a. Membership:** The Finance Committee shall consist of not less than three (3) committee members, one (1) of whom shall be the Treasurer of the Association.
- b. Duties:** The Finance Committee shall:
 - 1) Provide financial oversight for the organization.
 - 2) Review and recommend financial policies to the board.
 - 3) Develop an annual operating budget prior to the new year with revisions made whenever necessary.
 - 4) Review the financial statements.
 - 5) Make recommendations regarding the financial integrity of the Association on a regular basis, making recommendations to the board as needed.
 - 6) Oversee the investment of funds of the Association.

3. Nominating Committee:

- a. Membership:** The members of the Nominating Committee shall be appointed by the President, with board approval. Said members shall serve for a term of one (1) year.
- b. Duties:** It shall be the duty of the Nominating Committee to nominate candidates for the board, to be voted on at the Annual meeting.

4. Facilities Committee: The Facilities Committee shall oversee the equipment and buildings, which come under the jurisdiction of the Association.

Article VII – Meetings of the Board of Directors

- A. Regular Meetings:** The board shall meet monthly. Board members who fail to attend three (3) meetings without proper excuse will be relieved from the board membership and the resulting vacancy filled in accordance with Article III, C above.
- B. Special Meetings:** Special meetings of the board may be called by the President or upon request of the Executive Committee or the request of seven (7) members of the board.
- C. Notice:** Notice shall be sent to each board member whether personally, by telephone, by email or by first class mail at least seven (7) days prior to each meeting.
- D. Quorum:** One half of the members of the Board of Directors shall constitute a quorum for the transaction of business unless specified in these bylaws.

Article VIII – Miscellaneous Provisions

- A. Annual Statement:** The Board of Directors shall publish and submit to the members of the Association a statement of the physical and financial condition of the Association prior to the Annual meeting.
- B. Bank Accounts:** The funds of the Association shall be deposited in its name with such bank and/or trust company as the Board of Directors may designate.

- C. Execution of Documents:** After review by legal counsel, deeds, contracts, leases, and all other instruments relating to the property of the Association or under which the Association shall incur liability, shall be executed on behalf of the Association either by the President or a Vice-President, and by the Secretary or the Treasurer or in such other manner as may be authorized by the Board of Directors.
- D. Signing Obligations:** All checks, notes or other obligating documents shall be signed by such officer or agent as designated by the Board of Directors. Any checks, notes or other obligating documents with a value greater than \$500 shall require two (2) signatures Those people authorize to sign checks shall be the President, Vice-President, Secretary, and Treasurer.
- E. Bonding:** The board may require that the Treasurer and any other officers of the board be bonded at the expense of the Association and in the amount to be determined by the board.

Article IX – Amendments

These bylaws or any part of thereof may be altered, amended or repealed and new bylaws adopted at the Annual Meeting of the membership provided that notice of the intention to change same has been included in the meeting notice. Any such revision must be first prepared and approved by the Board of Directors and then passed by a 2/3 vote of the membership present at the Annual Meeting.

Article X – Parliamentary Authority

Robert’s Rules of Order Revised shall be followed when conducting meetings of the Association.

President’s signature: *Corey Swanson.*

Approved by the Board of Directors on **August 23, 2023.**

Approved by the membership of the Association on **September 27, 2023.**

Effective date: **September 27, 2023.**